



BURLINGTON NORTHERN INC.

July 16, 1982

RECORDATION NO. 12644-A Filed 1485

JUL 19 1982 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

No. 2-2004093

Date JUL 19 1982

Fee \$ 10.00

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Re: Burlington Northern Inc. Equipment Trust of 1981,
Series 1

Dear Secretary Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Agreement dated July 1, 1982, supplementing the above-entitled Trust.

The Equipment Trust Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Equipment Trust of 1981,
Series 1 recorded with the Interstate Commerce
Commission on December 23, 1980 - ICC Recordation No.
12644

A general description of the equipment covered by the enclosed Supplemental Agreement is as follows:

Fifty (50) 100-ton, 2,200 cubic foot Double Hopper Cars;
Portec, Inc., Rail Car Division, Builder; Road numbers
953802 through 953851 inclusive.

The names and addresses of the parties to the Supplemental Agreement are as follows:

First Trust Company of Saint Paul
First National Bank Building
332 Minnesota Street
St. Paul, MN 55101, Trustee

Burlington Northern Railroad Company
(formerly Burlington Northern Inc.)
176 E. Fifth Street
St. Paul, MN 55101

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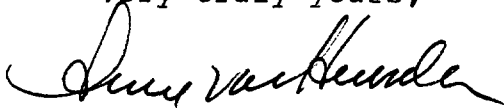
Letter to Ms. Mergenovich
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The \$10.00 fee for your services is included in the enclosed check for \$30.00 which covers recordation of three separate Supplemental Agreements.

Please stamp the enclosed copy of this letter and two counterparts of the Agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mrs. Carolyn Kunkel
Kunkel Transportation Services Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C. 20004

Very truly yours,

A handwritten signature in cursive script, appearing to read "Anne van Heusden".

Anne van Heusden
Office Manager
Law
(206) 625-6769

Enclosures

sctd,3

RECORDATION NO. 12644-A
JUL 19 1982 - 3 00 PM
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts of
which this is Counterpart No. 3

BURLINGTON NORTHERN EQUIPMENT TRUST OF 1981, SERIES 1

Supplemental Agreement

AGREEMENT dated as of the 1st day of July, 1982, between FIRST TRUST COMPANY OF SAINT PAUL, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Trustee"), party of the first part, and BURLINGTON NORTHERN RAILROAD COMPANY (formerly Burlington Northern Inc.), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part,

WHEREAS, by a certain Agreement dated as of January 1, 1981, executed by First Trust Company of Saint Paul and the Company, there was established "Burlington Northern Equipment Trust of 1981, Series 1"; and

WHEREAS, by the terms thereof, the Trustee did lease to the Company the railroad equipment described on Schedule A to said Agreement; and

WHEREAS, the parties desire to amend said Schedule A to add fifty (50) 100-ton, 2200 cubic foot Double Hopper

Cars;

NOW, THEREFORE, it is agreed:

1. That Schedule A of said Agreement be and is hereby amended to add fifty (50) 100-ton, 2200 cubic foot Double Hopper Cars bearing Burlington Northern Railroad Company road Nos. BN 953802 through 953851 inclusive, and the Company does hereby agree to accept delivery and possession of same thereunder.

2. Said cars numbered BN 953802 through BN 953851 inclusive shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Agreement, and shall be subject to all the terms and conditions of said Agreement.

3. It is understood and agreed that except as otherwise provided in said Agreement the title to and ownership of said cars numbered BN 953802 through BN 953851 inclusive shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Agreement may be executed simultaneously or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Agreement or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

FIRST TRUST COMPANY OF SAINT PAUL
as Trustee

By 
Sr. Vice President


(SEAL)

ATTEST:

By 
Assistant Secretary

(SEAL)

ATTEST:


Assistant Secretary

BURLINGTON NORTHERN RAILROAD COMPANY

By 
Vice President

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

On this 2th day of July, 1982, before me personally appeared J. B. Parrish, to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

June L. van Zensden

(SEAL)

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 6th day of July 1982, before me personally appeared James A. Ehrenberg to me personally known, who being by me duly sworn, says that he is Senior Vice President of First Trust Company of Saint Paul; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laurie Ann Howard

(SEAL)

